

**Before the  
UNITED STATES COPYRIGHT ROYALTY JUDGES  
Washington, D.C.**

In the Matter of:

Determination of Royalty Rates and Terms  
for Transmission of Sound Recordings by  
Satellite Radio and “Preexisting”  
Subscription Services (SDARS III)

Docket No. 16-CRB-0001 SR/PSSR  
(2018-2022)

**DECLARATION OF ALEX TREPP REGARDING RESTRICTED  
INFORMATION IN SOUNDEXCHANGE’S BRIEF IN OPPOSITION TO SIRIUS XM’S  
RESPONSE TO THE JUDGES’ REHEARING ORDER**

1. I am counsel for SoundExchange, Inc., the American Federation of Musicians of the United States and Canada (“AFM”), the Screen Actors Guild and American Federation of Television and Radio Artists (“SAG AFTRA”), the American Association of Independent Music (“A2IM”), Universal Music Group (“UMG”), Sony Music Entertainment (“SME”), Warner Music Group (“WMG”), and the Recording Industry Association of America (“RIAA”) (collectively, “SoundExchange”) in Docket No. 16-CRB-0001-SR/PSSR. I am authorized by SoundExchange to submit this declaration on its behalf.

2. I respectfully submit this declaration and the accompanying Redaction Log (Attachment 1) to comply with the Protective Order, dated June 15, 2016 (the “Protective Order”), which directs the parties to redact proposed restricted material in any filings with the Judges and to provide a log of the same redactions.

3. I have reviewed SoundExchange’s Brief in Opposition to Sirius XM’s Response to the Judges’ Rehearing Order, being submitted simultaneous with this declaration, as well as the Redaction Log attached to this declaration. I have also reviewed the definitions and terms

provided in the Protective Order. Based on this review, I have determined to the best of my knowledge, information, and belief, that portions of SoundExchange's Opposition contain information that qualifies as protected material under the Protective Order, that should be treated as "confidential information" under 17 U.S.C. § 803(c)(5), and that the Copyright Royalty Judges have during the course of this proceeding found to be properly restricted under the Protective Order. This protected material is identified in the attached Redaction Log, shaded in the Restricted version of SoundExchange's filed materials, and further described below.

4. The Protected Material that SoundExchange is submitting includes information that contains, reflects, or is sufficient to derive Sirius XM financial information. During the course of this proceeding, the Judges have reasonably determined that all of this information would, if disclosed, either competitively disadvantage one or more of the participants, provide a competitive advantage to another participant, competitor, or entity, or interfere with the ability of one or more of the participants to obtain like information in the future.

5. As a result, SoundExchange respectfully submits that this information can and should be treated as "Protected Material." Such protection will prevent commercial and competitive harm that would result from disclosure and enable SoundExchange to provide the Copyright Royalty Judges with the most complete record possible on which to base its determination in this proceeding.

Pursuant to 28 U.S.C. § 1746, I declare under the penalty of perjury that, to the best of my knowledge, information and belief, the foregoing is true and correct.

Dated: May 29, 2018

Respectfully submitted,

By /s/ Alex Trepp  
Alex Trepp (DC Bar 1031036)  
JENNER & BLOCK LLP  
1099 New York Ave., N.W., Suite 900  
Washington, D.C. 20001  
(v) 202-639-6000  
(f) 202-637-6385  
atrepp@jenner.com

*Counsel for SoundExchange, Inc., the Recording Industry Association of America, Sony Music Entertainment, Universal Music Group, Warner Music Group, the American Association of Independent Music, the American Federation of Musicians of the United States and Canada, and the Screen Actors Guild and American Federation of Television and Radio Artists*

# **Attachment 1**

**SoundExchange's Notice of Request To Redact Limited Portions SoundExchange's Brief  
On the Judges April 18, 2018 Order on Rehearing**

**REDACTION LOG**

<b>Redaction</b>	<b>Description</b>
Page 1	Restricted information concerning per-subscriber opportunity costs. This information contains, reflects, or is sufficient to derive Sirius XM material deemed non-public financial information. Public disclosure could compromise Sirius XM's competitive position.
Page 2	Restricted information concerning per-subscriber opportunity costs. This information contains, reflects, or is sufficient to derive Sirius XM material deemed non-public financial information. Public disclosure could compromise Sirius XM's competitive position.
Page 3	Restricted information concerning per-subscriber opportunity costs and Sirius XM's ARPU. This information contains, reflects, or is sufficient to derive Sirius XM material deemed non-public financial information. Public disclosure could compromise Sirius XM's competitive position.
Page 4	Restricted information concerning per-subscriber opportunity costs. This information contains, reflects, or is sufficient to derive Sirius XM material deemed non-public financial information. Public disclosure could compromise Sirius XM's competitive position.

## **CERTIFICATE OF SERVICE**

I, David A. Handzo, do hereby certify that, on May 29, 2018, copies of the foregoing are being filed via eCRB and sent via electronic mail to all parties at the email addresses listed below.

<p>George Johnson DBA GEO MUSIC GROUP 23 Music Square East Suite 204 Nashville, TN 37203 George@georgejohnson.com</p> <p><i>Pro Se</i></p>	
<p>Paul Fakler Eric Roman ORRICK, HERRINGTON &amp; SUTCLIFFE LLP 51 West 52<sup>nd</sup> Street New York, NY 10019 Telephone: (212) 506-5000 Facsimile: (212) 506-5151 pfakler@orrick.com eroman@orrick.com</p> <p>Paula Calhoun MUSIC CHOICE 650 Dresher Road Horsham, PA 19044 Fax: 215-784-5886 PCalhoun@musicchoice.com</p> <p><i>Counsel for Music Choice</i></p>	<p>R. Bruce Rich Randi Singer Todd Larson David Yolkut Jacob Ebin Elizabeth Sperle Reed Collins WEIL, GOTSHAL &amp; MANGES LLP 767 Fifth Avenue New York, NY 10153 Fax: (212) 310-8007 Bruce.Rich@weil.com Randi.Singer@weil.com Todd.Larson@weil.com David.Yolkut@weil.com Jacob.Ebin@weil.com Elisabeth.Sperle@weil.com Reed.Collins@weil.com</p> <p>Patrick Donnelly SIRIUSXM RADIO INC. 1221 Avenue of Americas, 36th Floor New York, NY 10020 Fax: 212-584-5353 Patrick.Donnelly@siriusxm.com</p> <p>Cynthia Greer SIRIUSXM RADIO INC. 1500 Eckington Pl., NE Washington, DC 20002 Fax: 202-380-4592 Cynthia.Greer@siriusxm.com</p> <p><i>Counsel for SiriusXM Radio, Inc.</i></p>

<p>Rollin A. Ransom SIDLEY AUSTIN LLP 555 W. Fifth St., Suite 4000 Los Angeles, CA 90013 rransom@sidley.com</p> <p><i>Counsel for Sony Music Entertainment, Universal Music Group, and Warner Music Group</i></p>	
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Dated: May 29, 2018

/s David A. Handzo

# Certificate of Service

I hereby certify that on Wednesday, May 30, 2018 I provided a true and correct copy of the Declaration of Alex Trepp Regarding Restricted Information in SoundExchange's Brief in Opposition to Sirius XM's Response to the Judges' Rehearing Order to the following:

Sirius XM, represented by Todd Larson served via Electronic Service at todd.larson@weil.com

Warner Music Group, represented by David A. Handzo served via Electronic Service at dhandzo@jenner.com

Sony Music Entertainment, represented by David A. Handzo served via Electronic Service at dhandzo@jenner.com

SAG-AFTRA, represented by David A. Handzo served via Electronic Service at dhandzo@jenner.com

Recording Industry Association of America, The, represented by David A. Handzo served via Electronic Service at dhandzo@jenner.com

American Federation of Musicians of the United Sta, represented by David A. Handzo served via Electronic Service at dhandzo@jenner.com

Music Choice, represented by Paul M Fakler served via Electronic Service at pfakler@orrick.com

Universal Music Group, represented by David A. Handzo served via Electronic Service at dhandzo@jenner.com

American Association of Independent Music ("A2IM"), represented by David A. Handzo served via Electronic Service at dhandzo@jenner.com

Johnson, George, represented by George D Johnson served via Electronic Service at george@georgejohnson.com

Signed: /s/ Alex S. Trepp